

VORYS, SATER, SEYMOUR AND PEASE

1800 M STREET, N. W.
SUITE 800-SOUTH
WASHINGTON, D. C. 20036

TELEPHONE
202-296-2929
CABLE ADDRESS
VORYSATER

10208-B
RECORDATION NO. 10208-B Filed 1425

APR 30 1980 2 52 PM

52 EAST GAY STREET
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D. C. 20423
TELEPHONE
614-464-6400

April 30, 1980

No. 0-121A054

APR 30 1980

Date

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Room 2215
Washington, DC 20423

RE: Amendment of Mortgage of
Railroad Rolling Stock

Dear Ms. Mergenovich:

The undersigned hereby files an original and two counterparts of an Amendment of Mortgage of Railroad Rolling Stock and requests that the Amendment be recorded with the Commission pursuant to 49 U.S.C. 11303(a). The original mortgage was dated February 20, 1979, and recorded in compliance with the provisions of 49 U.S.C. 11303(a), on March 16, 1979, at 2:15 p.m. and assigned recordation number 10208, and an amendment thereto was dated January 25, 1980, and recorded in compliance with the provisions of 49 U.S.C. 11303(a), on January 29, 1980, at 1:35 p.m. and assigned recordation number 10208-A.

The names and addresses of the parties to the transaction are as follows:

South-East Coal Company
P.O. Box 332
Irvin, Kentucky 40336

South-East Coal Sales Company
88 East Broad Street
Columbus, Ohio 43215

Bank One of Columbus, NA, Agent
(formerly The City National Bank &
Trust Company of Columbus, Agent)
100 East Broad Street
Columbus, Ohio 43215

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I.C.C.
FEE OPERATION BR.

Coun. Report - Shawn Nguyen

Vorys, Sater, Seymour and Pease

Ms. Agatha L. Mergenovich

Page Two

April 25, 1980

Bank One of Columbus, NA
(formerly The City National Bank
& Trust Company of Columbus)

Citizens Fidelity Bank and Trust Company

First National Bank of Louisville

Continental Illinois Bank and Trust
Company of Chicago

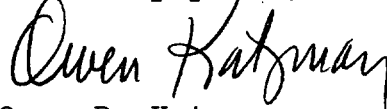
c/o Bank One of Columbus, NA, Agent
100 East Broad Street
Columbus, Ohio 43215

Included in the property covered by the aforesaid mortgage or deed of trust are rolling stock used or intended for use in connection with interstate commerce, or interests therein, owned by South-East Coal Company at the dates of said original mortgage and amendments thereto or thereafter acquired by it or its successors as owners of the water carriers or the lines of railway covered by said mortgage.

A check in the amount of \$10.00 in payment of the recordation fee is enclosed. Upon recordation, the Amendment of Mortgage of Railroad Rolling Stock and appropriate accompanying documents should be returned to:

Owen B. Katzman, Esq.
Vorys, Sater, Seymour and Pease
1800 M Street, N.W.
Suite 800 - South
Washington, D.C. 20036

Sincerely yours,



Owen B. Katzman

OBK/pp

fcc: L. M. McCorkle, Jr., Esq.

Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Owen B. Katzman, Esq.
Vorys, Sater, Seymour and Pease
1800 M Street, N. W.
Suite 800-South
Washington, D. C. 20036

Dear **Sirs:** _____

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/30/80** at **2:55PM**, and assigned re-recording number(s). **10208-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

APR 30 1980 -2 55 PM

AMENDMENT OF MORTGAGE
OF RAILROAD ROLLING STOCK
(Including Assignment of Rights) STATE COMMERCE COMMISSION

SOUTH-EAST COAL COMPANY, a corporation organized and existing under the laws of the Commonwealth of Kentucky, located at Irvine (mailing, P. O. Box 332), Kentucky 40336 ("Coal Co."), SOUTH-EAST COAL SALES COMPANY, a corporation organized and existing under the laws of the Commonwealth of Kentucky, located at 88 East Broad Street, Columbus, Ohio 43215 ("Sales Co."), BANK ONE OF COLUMBUS, NA ("BANK ONE"), a national banking association organized and existing under the laws of the United States, located at and with a mailing address of 100 East Broad Street, Columbus, Ohio 43215, CITIZENS FIDELITY BANK AND TRUST COMPANY ("CFB"), a banking company organized and existing under the laws of the Commonwealth of Kentucky, with a mailing address of P. O. Box 33000, Louisville, Kentucky 40232, FIRST NATIONAL BANK OF LOUISVILLE ("FNB"), a national banking association organized and existing under the laws of the United States, with a mailing address of P. O. Box 36030, Louisville, Kentucky 40232, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("CINB"), a national banking association organized and existing under the laws of the United States, with a mailing address of 231 South LaSalle Street, Chicago, Illinois 60693, Attention: Mining Division (BANK ONE, CFB, FNB and CINB being hereinafter referred to collectively as the "Banks") and BANK ONE, not in its individual capacity but as

agent for the Banks hereunder (the "Agent"), in consideration of the mutual covenants and agreements contained herein, hereby Recite and Agree as follows:

Recitals

1. Coal Co., as Mortgagor, and Sales Co., as Guarantor, and the Banks (not including CINB), as Mortgagee, executed a Mortgage of Railroad Rolling Stock and Guaranty (collectively, the "Mortgage"), dated as of February 20, 1979, and recorded in compliance with the provisions of the Interstate Commerce Act, 49 U.S.C. § 11303(a), on March 16, 1979, at 2:15 P.M. and assigned recordation number 10208. Subsequent thereto, the Banks (including CINB) executed an Amendment of the Mortgage dated January 25, 1980, recorded on January 29, 1980, at 1:35 p.m. and assigned recordation number 10208-A.

2. Pursuant to agreement under which one of the Banks, FNB is being replaced as a Bank and Mortgagee by CINB, the parties hereto desire that the replacement be reflected by Amendment of the Mortgage.

Agreement

3. The Mortgage is hereby amended by substituting therein "CINB" for "FNB."

4. FNB, acting through the Agent, hereby assigns to CINB all security in property described in and all rights under the Mortgage, according to the terms thereof. This Amendment and Assignment is for the purpose of continuation of security interests.

5. The Banks, the Agent, the Mortgagor, the Guarantor, and each of them, hereby consent to and acknowledge the foregoing Amendment and Assignment.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective duly authorized officers as of the 25th day of April, 1980.

BANK ONE OF COLUMBUS, NA

By

Philip C. Parker
Philip C. Parker
Assistant Vice President

A G E N T

BANK ONE OF COLUMBUS, NA

By

Philip C. Parker
Philip C. Parker
Assistant Vice President

CITIZENS FIDELITY BANK AND TRUST
COMPANY

By BANK ONE OF COLUMBUS, NA, Agent

By

Philip C. Parker
Philip C. Parker
Assistant Vice President

THE FIRST NATIONAL BANK OF
LOUISVILLE

By BANK ONE OF COLUMBUS, NA, Agent

By

Philip C. Parker
Philip C. Parker
Assistant Vice President

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By BANK ONE OF COLUMBUS, NA, Agent

By

Philip C. Parker
Philip C. Parker
Assistant Vice President

M O R T G A G E E

SOUTH-EAST COAL COMPANY

By

Thomas E. Pollette
Its Vice President

(SEAL)

M O R T G A G O R

SOUTH-EAST COAL SALES COMPANY

By

Thomas E. Pollette
Its Vice President

(SEAL)

G U A R A N T O R

All parties' executions
signed and acknowledged
in the presence of:

Colleen J. Boehler

Peggy A. Barker

STATE OF OHIO,
COUNTY OF FRANKLIN, ss:

On this 25th day of April, 1980, before
me personally appeared Philip C. Parker,
to me personally known, who being by me duly sworn, says
that he is the Assistant Vice President of Bank One of
Columbus, NA, that said instrument was signed on behalf of
said association by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said association for the purposes
therein stated.

(SEAL)

Peggy A. Rawlins (Barker)
Notary Public

My commission expires PEGGY A. RAWLINS, Notary Public
Franklin County, Ohio
My Commission Expires Mar., 27, 1982

STATE OF OHIO,
COUNTY OF FRANKLIN, ss:

On this 25th day of April, 1980, before
me personally appeared Thomas E. Poletti,
to me personally known, who being by me duly sworn, says
that he is the Vice President of South-East Coal
Company, that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said corporation for the purposes therein
stated.

(SEAL)

Peggy A. Rawlins (Barker)
Notary Public

My commission expires PEGGY A. RAWLINS, Notary Public
Franklin County, Ohio
My Commission Expires Mar., 27, 1982

STATE OF OHIO,
COUNTY OF FRANKLIN, ss:

On this 25th day of April, 1980, before
me personally appeared Thomas J. James,
to me personally known, who being by me duly sworn, says
that he is the Treasurer of South-East Coal Sales
Company, that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said corporation for the purposes therein
stated.

(SEAL)

Peggy A. Rawlins (Barker)
Notary Public

My commission expires PEGGY A. RAWLINS, Notary Public
Franklin County, Ohio
My Commission Expires Mar., 27, 1982